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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

RON WILLIAMS, derivatively on behalf of
PG&E CORP. and PACIFIC GAS AND
ELECTRIC COMPANY,

Plaintiff,

v.

ANTHONY F. EARLEY, JR., JASON P.
WELLS, GEISHA J. WILLIAMS, PATRICK
M. HOGAN, JULIE M. KANE, DINYAR B.
MISTRY, DAVID S. THOMASON, LEWIS
CHEW, FRED J. FOWLER, MARYELLEN
C. HERRINGER, JEH C. JOHNSON,
RICHARD C. KELLY, ROGER H.
KIMMEL, RICHARD A. MESERVE,
FORREST E. MILLER, ERIC D. MULLINS,
ROSENDO G. PARRA, BARBARA L.
RAMBO, ANNE SHEN SMITH,
NICKOLAS STAVROPOULOS, AND
BARRY LAWSON WILLIAMS,

Defendants,

and

PG&E CORP. and PACIFIC GAS AND
ELECTRIC COMPANY,

Nominal Defendants.

Case No. 3:18-cv-07128-RS

**STIPULATION AND ~~[PROPOSED]~~ ORDER
STAYING ACTION**

Honorable Richard Seeborg

1 **WHEREAS**, on November 21, 2018, Plaintiff Ron Williams (“Plaintiff”) filed a
2 shareholder derivative complaint (the “*Williams Complaint*”) against individual defendants
3 Anthony F. Earley, Jr., Jason P. Wells, Geisha J. Williams, Patrick M. Hogan, Julie M. Kane,
4 Dinyar B. Mistry, David S. Thomason, Lewis Chew, Fred J. Fowler, Maryellen C. Herringer, Jeh
5 C. Johnson, Richard C. Kelly, Roger H. Kimmel, Richard A. Meserve, Forrest E. Miller, Eric D.
6 Mullins, Rosendo G. Parra, Barbara L. Rambo, Anne Shen Smith, Nickolas Stavropoulos, and
7 Barry Lawson Williams (the “Individual Defendants”), and nominal defendants PG&E
8 Corporation and Pacific Gas and Electric Company (collectively, with the Individual Defendants,
9 the “Defendants”) for claims concerning the October 2017 and November 2018 wildfires in
10 northern California (the “North Bay Fires”);

11 **WHEREAS**, several related actions concerning the North Bay Fires have been filed
12 against many of the Defendants (the “Related Actions”), including:

- 13 • *California North Bay Fire Cases*, Case No. JCCP 4955 (J. Karnow) (the “Tort Actions”);
- 14 • *In re California North Bay Fire Derivative Litigation*, Case No. CGC-17-562591
15 (J. Karnow) (the “State Derivative Action”);
- 16 • *City of Warren Police and Fire Ret. Sys. v. Chew, et al.*, Case No. CGC-18-570820
17 (J. Karnow) (the “Warren Derivative Action”);
- 18 • *In re PG&E Corporation Securities Litigation*, Case No. 3:18-cv-03509-RS (J. Seeborg)
19 (the “Securities Class Action”);
- 20 • *Oklahoma Firefighters Pension and Ret. Sys. v. Chew, et al.*, Case No. 18-04698-RS
21 (J. Seeborg) (the “OFPRS Federal Derivative Action”);

22 **WHEREAS**, on April 24, 2018, the Honorable Curtis E.A. Karnow issued an order staying
23 the State Derivative Action pending resolution of the Tort Actions and related regulatory
24 proceedings;

25 **WHEREAS**, on December 3, 2018, Judge Karnow issued an order consolidating the
26 *Warren Derivative Action* with the State Derivative Action;

27 **WHEREAS**, on October 15, 2018, PG&E Corporation moved to stay the OFPRS Federal
28 Derivative Action pending resolution of the Securities Class Action, the Tort Actions, and related

1 regulatory proceedings, with the motion to stay currently pending before the Court and scheduled
2 to be heard on January 31, 2019;

3 **WHEREAS**, on December 13, 2018, the Court issued orders relating this action to the
4 Securities Class Action and reassigning this action to the Honorable Richard Seeborg;

5 **WHEREAS**, the operative complaint in the Securities Class Action was filed on December
6 14, 2018, and the defendants in that action must move, answer, or otherwise respond to the
7 complaint on or before February 15, 2019;

8 **WHEREAS**, the *Williams* Complaint asserts claims for violations of Section 14(a) of the
9 Securities Exchange Act of 1934, breach of fiduciary duties, and unjust enrichment, and seeks
10 damages that include legal fees associated with the Securities Class Action;

11 **WHEREAS**, upon the filing of this Stipulation, Defendants have agreed to accept service
12 of the *Williams* Complaint and Summons;

13 **WHEREAS**, Plaintiff and Defendants have conferred and agree that it is in the best
14 interests of nominal defendants PG&E Corporation and Pacific Gas and Electric Company, as well
15 as judicial economy, that this action be stayed;

16 **NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED:**

17 1. The *Williams* Complaint and Summons filed in this action have been served on
18 Defendants, and Defendants waive their defenses with respect to insufficiency of service of
19 process.

20 2. This action is stayed pending resolution of the Securities Class Action, subject to
21 the following conditions:

22 a. Unless prohibited by the confidentiality restrictions imposed in connection
23 with the Tort Actions or the Securities Class Action, Plaintiff shall receive copies of deposition
24 transcripts in the Tort Actions and the Securities Class Action, if any, subject to execution of a
25 non-disclosure agreement between Plaintiff and Defendants (together, the “Parties”).

26 b. As documents are produced in the Tort Actions and the Securities Class
27 Action, if any, the Parties shall meet and confer in good faith with respect to what specific
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categories of documents will be made available to Plaintiff subject to execution of a non-disclosure agreement between the Parties.

c. Any documents produced in, or deposition transcripts from, the Tort Actions or the Securities Class Action, including information contained therein, that are made available to Plaintiff shall not be used by Plaintiff in this action unless and until any motions to dismiss the *Williams* Complaint, and/or to any future amended complaints, have been resolved.

d. In the event that the Parties cannot, after meeting and conferring, reach agreement on the scope of documents or depositions from the Tort Actions or the Securities Class Action, if any, to be provided to Plaintiff while the stay is in effect, either Party may request a status conference with the Court, and the Parties shall file a joint statement setting forth their respective positions at least three (3) court days before the date of the status conference.

3. In the event that any Party to this action believes the Court should lift or modify the stay prior to resolution of the Securities Class Action, the Parties shall meet and confer, and file a joint statement with the Court reflecting their respective positions and/or requesting a briefing schedule, as appropriate.

4. In the event that any Party to this action believes the Court should continue the stay after resolution of the Securities Class Action, the Parties shall meet and confer, and file a joint statement with the Court reflecting their respective positions and/or requesting a briefing schedule, as appropriate.

5. The Parties shall file a joint status report with the Court every six (6) months while the stay is in effect.

6. Defendants shall have sixty (60) days from the date the stay is lifted to answer or otherwise respond to the *Williams* Complaint. In the event that Defendants file any motions directed at the *Williams* Complaint, Plaintiffs' opposition shall be filed within sixty (60) days of the filing of Defendants' motion, and any reply shall be filed within forty-five (45) days of the filing of Plaintiffs' opposition.

1 Dated: December 20, 2018

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15 Dated: December 20, 2018

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16 Dated: December 20, 2018

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[PROPOSED] ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

12/21/18
Date



Hon. Richard Seeborg
United States District Judge

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ATTESTATION CLAUSE

I, Robert W. Perrin, am the ECF User whose identification and password are being used to file this Stipulation and [Proposed] Order Staying Action. I hereby attest that the above-signed counsel have concurred in this filing.

LATHAM & WATKINS LLP

By /s/ Robert W. Perrin
ROBERT W. PERRIN

Attorney for Nominal Defendants PG&E Corporation and Pacific Gas and Electric Company